

EXHIBIT B

In The Matter Of:
Hodell-Natco Industries, Inc. v.
SAP America, Inc., et al.

Otto Reidl
Vol. 1
February 7, 2012

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1 UNITED STATES DISTRICT COURT
2 FOR THE NORTHERN DISTRICT OF OHIO
3 EASTERN DIVISION
4 HODELL-NATCO) Case No. 1:08 CV 2755
5 INDUSTRIES, INC.,) Judge: Lesley Wells
6 Plaintiff,) Magistrate Judge:
7 vs.) Greg White
8) VOLUME I
9 SAP AMERICA, INC., et)
10 al.,)
11 Defendants.)
12
13 THE VIDEOCONFERENCE DEPOSITION OF OTTO REIDL
14
15 DATE: Tuesday, February 7, 2012
16 TIME: 9:57 a.m.
17 PLACE: Reminger & Reminger
18 1400 Midland Building
19 101 Prospect Avenue, West
20 Cleveland, Ohio 44115
21
22
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ALSO PRESENT: Kevin Reidl
Daniel Lowery

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1 OTTO REIDL,
2 called as a witness herein, having been first duly
3 sworn, as hereinafter certified, was examined and
4 testified as follows:
5 DIRECT EXAMINATION OF OTTO REIDL
6 BY MR. STAR:
7 Q. Good morning, Mr. Reidl. I
8 apologize in advance if I continually
9 mispronounce your name today. Feel free to
10 correct me. I'm Greg Star. I'm an attorney
11 on behalf of SAP America and SAP AG, and we're
12 here today for your deposition as the
13 corporate designee on behalf of Hodell-Natco.
14 Have you ever been deposed before, sir?
15 A. Yes.
16 Q. How many times?
17 A. Once.
18 Q. When was that?
19 A. Approximately 15 years ago.
20 Q. All right. Let me go through the
21 rules for you then, since it's been a while.
22 I'll be asking you questions. The court
23 reporter will be taking down what I say and
24 your answers. It's important that we don't
25 speak over each other. Is that fair?

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1 Q. No -- I'm sorry. I'm looking at
2 paragraph 1.2 on the first page of the license
3 agreement.
4 A. Oh, I'm sorry. I thought you
5 said 7.1.
6 Q. Just want to make sure we don't
7 have any confusion there.
8 Just to do that again, you see in
9 paragraph 1.2, it says Documentation, right?
10 It says it means SAP's documentation, which is
11 delivered to licensee, being Hodell, under
12 this agreement, correct?
13 A. Correct.
14 Q. Okay. Do you have that
15 documentation?
16 A. I would have to defer to Kevin.
17 Q. Okay. Do you know if that
18 documentation's actually been produced in this
19 litigation?
20 MR. LAMBERT: Objection.
21 THE WITNESS: I would have to defer to
22 Kevin.
23 BY MR. STAR:
24 Q. Okay. Do you recall personally
25 ever reading the documentation?

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1 MR. LAMBERT: Objection.
2 THE WITNESS: I don't know.
3 BY MR. STAR:
4 Q. So you don't know if the
5 documentation may have representations about
6 productivity gains and those sorts of things
7 that you have described, correct?
8 MR. LAMBERT: I just want to note an
9 objection.
10 THE WITNESS: I don't know.
11 BY MR. STAR:
12 Q. The fifth cause of action in your
13 complaint is for negligent misrepresentation.
14 It begins with paragraph 91. Is it correct
15 that the representations, or
16 misrepresentations that form the basis of this
17 cause of action for negligent
18 misrepresentation, are the same
19 representations that support your claims for
20 fraudulent inducement and fraud?
21 MR. LAMBERT: Objection.
22 THE WITNESS: Please rephrase that
23 question.
24 BY MR. STAR:
25 Q. Sure. Okay. Is it your

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1 understanding, as the designee on behalf of
2 Hodell, that the alleged misrepresentations
3 that support your fifth cause of action for
4 negligent misrepresentation, are the same
5 alleged misrepresentations that form the basis
6 of your claims for fraud and fraudulent
7 inducement?
8 MR. LAMBERT: Objection, same.
9 THE WITNESS: Sorry, I didn't hear what
10 you said.
11 MR. LAMBERT: I was just objecting.
12 You can answer, if you know.
13 THE WITNESS: I believe so.
14 BY MR. STAR:
15 Q. Okay. And you'd also agree with
16 me that all of the misrepresentations that
17 form the basis of your negligent
18 misrepresentation claim were representations
19 made to Hodell prior to its signing of the
20 license agreement on December 23rd, 2005,
21 right?
22 MR. LAMBERT: Objection.
23 THE WITNESS: I believe that's correct.
24 BY MR. STAR:
25 Q. Okay. At the time Hodell signed

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1 the license agreement in 2005, was it your
2 personal belief that you had any sort of
3 special relationship with SAP, either SAP
4 America, or SAP AG, or did you feel that you
5 were just dealing with them as a business
6 customer, or -- not the right word -- let me
7 ask the question again.
8 At the time that you signed the license
9 agreement in December of 2005, did Hodell
10 believe that it had any special relationship
11 with SAP America, or SAP AG, such that it was
12 in a position of trust or confidence with SAP?
13 MR. LAMBERT: Objection.
14 THE WITNESS: I don't believe it was a
15 special relationship. I believe a company of
16 SAP's stature requires an up and up
17 relationship with all their clients.
18 BY MR. STAR:
19 Q. So you'd agree that when you
20 signed the license agreement, you had nothing
21 more than a business to business, or arm's
22 length relationship between Hodell and SAP,
23 correct?
24 A. Correct.
25 Q. Let's go off the record for a

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1 second.
2 (Whereupon, an off-the-record discussion
3 was held at 4:13.)
4 (Whereupon, the deposition was continued
5 until the following day.)
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1 CERTIFICATE OF THE REPORTER
2 I, Angela A. O'Neill, a Registered Professional
3 Reporter and Notary Public, authorized to administer oaths and to
4 take and certify depositions, do hereby certify that the
5 above-named witness was by me, before the giving of their
6 deposition, first duly sworn to testify the truth, the whole
7 truth, and nothing but the truth to questions propounded at the
8 taking of the foregoing deposition in a cause now pending and
9 undetermined in said court.
10 I further certify that the deposition above-set forth
11 was reduced to writing by me by means of machine shorthand and was
12 later transcribed from my original shorthand notes; that this is a
13 true record of the testimony given by the witness; and that said
14 deposition was taken at the aforementioned time, date, and place,
15 pursuant to notice or stipulations of counsel.
16 IN WITNESS WHEREOF, I have set my hand and seal this
17 14th day of February, 2012.



Angela A. O'Neill, RPR
My Commission Expires: Aug. 10, 2012